

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF OHIO

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name TOMS King (Penn.) LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 61-1677148

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

220 N. Smith Street
Suite 305
Palatine, IL 60067-8500

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Cook
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No.
☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor SEE ATTACHED RIDER Relationship _____
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes.
- Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention?** (Check all that apply.)
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 1, 2023**
MM / DD / YYYY

X /s/ Daniel F. Dooley
Signature of authorized representative of debtor

Title **Chief Restructuring Officer**

Daniel F. Dooley
Printed name

18. Signature of attorney

X /s/ Richard K. Stovall
Signature of attorney for debtor

Date **January 2, 2023**
MM / DD / YYYY

Richard K. Stovall 0029978
Printed name

Allen Stovall Neuman & Ashton LLP
Firm name

10 W. Broad St., Ste. 2400
Columbus, OH 43215
Number, Street, City, State & ZIP Code

Contact phone **(614) 221-8500** Email address **stovall@asnalaw.com**

0029978 OH
Bar number and State

Schedule 1 to Voluntary Petition

PENDING BANKRUPTCY CASES FILED BY AFFILIATES OF THE DEBTOR

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Ohio. A motion will be filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

Entity Name	Federal Employer Identification Number
TOMS King (Ohio) LLC	80-0789126
TOMS King LLC	36-4724221
TOMS King (Illinois) LLC	80-0789171
TOMS King (Penn.) LLC	61-1677148
TOMS King (Virginia) LLC	30-0848226
TOMS King (Ohio II) LLC	82-3654081
TOMS King III LLC	No EIN Number

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:

TOMS KING (PENN.) LLC, *et al.*,¹

Debtors.

) Chapter 11

) Case No. 23-____ (AMK)

) (Joint Administration Requested)

) Judge Alan M. Koschik

**CORPORATE OWNERSHIP
STATEMENT PURSUANT TO FED. R. BANKR. P. 1007 AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than governmental units, that directly or indirectly own 10% or more of any class of the Debtors' equity interests:

Shareholder	Percentage
TOMS King LLC	100%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's U.S. taxpayer identification number, are: TOMS King (Ohio) LLC (9126); TOMS King LLC (4221); TOMS King (Illinois) LLC (9171); TOMS King (Penn.) LLC (7148); TOMS King (Virginia) LLC (8226); TOMS King (Ohio II) LLC (4081) and TOMS King III LLC (No EIN Number). The Debtors' corporate headquarters is located at 220 N. Smith Street, Suite 305, Palatine, IL 60067.

In re:)
) Chapter 11
)
 TOMS KING (PENN.) LLC, *et al.*,¹) Case No. 23-____ (AMK)
) (Joint Administration Requested)
 Debtors.)
) Judge Alan M. Koschik
)

Following is the list of the Debtor's equity security holders, which is prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in this chapter 11 case.

DEBTOR	NAME AND ADDRESS OF EQUITY HOLDER	PERCENTAGE OF EQUITY HELD
TOMS King (Penn.) LLC	TOMS King LLC 220 N. Smith Street Suite 305 Palatine, IL 60067	100%

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Fill in this information to identify the case:

Debtor name TOMS King (Penn.) LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF OHIO

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 1, 2023

X /s/ Daniel F. Dooley

Signature of individual signing on behalf of debtor

Daniel F. Dooley

Printed name

Chief Restructuring Officer

Position or relationship to debtor

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1	Burger King Corporation 5505 Blue Lagoon Drive Miami, FL 33126	Phone: (330) 758-0835	Franchisor & Landlord				\$7,043,827.00
2	American Finance OPR Partnership LP P.O. Box 715352 Cincinnati, OH 45271-5352	Email: dsatasia@arlcap.com	Landlord				\$2,367,882.00
3	Holtzman Oil Corporation P.O. Box 8 Mount Jackson, VA 22842	Email: dshreiner@holtzmancorp.com	Landlord				\$281,294.00
4	Service Properties Trust c/o the RMR Group LLC P.O. Box 776903 Chicago, IL 60677-6903	Phone: (267) 705-2045 Email: svcetail@rmrgroup.com	Landlord				\$194,428.00
5	King of Northern Virginia LP P.O. Box 1547 San Ramon, CA 94583	Email: lromero@rp.cpa	Landlord				\$169,016.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
6 Brinks Inc P.O. Box 101031 Atlanta, GA 30392	Phone: (330) 758-7378 Email: remitadvice@brinksinc.com	Contractual – Banking				\$160,817.00
7 Gridpoint Inc. 11911 Freedom Drive, Suite 850 Reston, VA 20190	Email: gpar@gridpoint.com	Energy Management Vendor				\$154,524.00
8 Venable LLP P.O. Box 62727 Baltimore, MD 21264-2727		Legal				\$135,988.00
9 Case Snow Management Inc. 356 John Dietsch Boulevard North Attleboro, MA 02763	Email: accounting@casefms.com	Landscaping				\$100,000.00
10 Eagle Trading Int'l Corp. 6255 W. Howard Street Niles, IL 60714	Email: billing@roofingsource.com	Contractual – Maintenance				\$81,098.00
11 Mazeltov LLC 42 Pasarela Drive, Unit 106 Rancho Mission Viejo, CA 92694	Email: ricci.zukerman@gmail.com	Landlord				\$72,456.00
12 Knickerbocker Assets LLC 8 Sawmill Lane Cold Spring Harbor, NY 11724	Email: bdthorst@gmail.com	Landlord				\$68,265.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
13	King NG 129 Purvis Road Butler, PA 16001	Email: kingng2@yahoo.com	Landlord				\$67,608.00
14	Sicom Systems P.O. Box 930157 Atlanta, GA 31193-0157	Email: ar@sicom.com	Technology				\$65,383.00
15	Ecolab Inc. 26252 Network Place Chicago, IL 60673-1262	Phone: (800) 325-1671	Contractual – Maintenance				\$64,536.00
16	SH Park Associates LLC 9610 Atwood Road Vienna, VA 22182	Email: shpark4ks@gmail.com	Landlord				\$60,547.00
17	Michael Giurbino 35077 Beach Road Dana Point, CA 92624-1705	Email: giurbino@gmail.com	Landlord				\$59,895.00
18	Getty Leasing Inc. Two Jerico Plaza Wing C, Suite 110 Jerico, NY 11753-1681	Phone: (516) 478-5400 Email: jolsen@gettyrealty.com	Landlord				\$56,568.00
19	Brinks Capital Inc. 1801 Bayberry Court, Suite 400 Richmond, VA 23226		Smart Safe				\$47,521.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
20	Honorbuilt LLC 2010 Avalon Parkway Suite 400 McDonough, GA 30253	Phone: (404) 952-2610 Email: billing@honorbuilt.com	Technology				\$45,898.00
21	Shrepp LLC 4521 Mixed Willow Place Chantilly, VA 20151	Contact: Karthikeyan Murugesan Email: karthik@aprc.com	Landlord				\$45,192.00
22	Omega Kappa LLC 4206 Aberfoil Avenue Oakland, CA 94605	Email: loriekiser@earthlink.net	Landlord				\$43,886.00
23	Mobile Mini Inc. P.O. Box 650882 Dallas, TX 75265-0882	Phone: (800) 456-1751 Email: billingres@mobilemini.com	Maintenance				\$42,849.00
24	Trilogy Realty LLC 1305 Boardman Canfield Road Suite 2 Boardman, OH 44512	Email: jsabjr@aol.com tomsking.ach@issvc.com	Landlord				\$42,371.00
25	FNW Realty Corp. 1251 58 th Street Brooklyn, NY 11219	Contact: Zelda Mehl Email: zeldamehl@gmail.com	Landlord				\$41,940.00
26	NADG NN BK VA LP 3131 McKinney Avenue Suite L10 Dallas, TX 75204	Phone: (469) 906-7300 Email: dline@nadg.com	Landlord				\$41,594.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
27	Federal Realty Partners LP P.O. Box 8500 Lockbox 9320 c/o Federal Realty Kingstowne Philadelphia, PA 19178-9320	Phone: (301) 988.8100 Email: pbackup@federalrealty.com	Landlord				\$41,508.00
28	Huber Management Corp. 7333 Paragon Road Suite 150 Dayton, OH 45459	Email: penny@hubermanagementcorp.com julia@hubermanagementcorp.com	Landlord				\$41,037.00
29	Ellen K. Cronfel 725 Parkview Circle Elk Grove Village, IL 60007-3330	Email: ecronfel@comcast.net	Landlord				\$40,439.00
30	Hunter Mechanical LLC 226 Salters Creek Road Hampton, VA 23661		Maintenance				\$39,130.00

**WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
TOMS KING (PENN.) LLC**

THE UNDERSIGNED, constituting the sole member (the “Member”) of TOMS King (Penn.) LLC (the “Company”), a Delaware limited liability company, acting pursuant Section (f) of the Limited Liability Company Agreement of the Company, does hereby consent to the following resolutions in lieu of a meeting with the same force and effect as if adopted at a duly held meeting of the Member and with the direction that this Written Consent (this “Consent”) be filed in the minute book of the Company:

WHEREAS, the Member, in consultation with the Chief Restructuring Officer of the Member (the “CRO”), has reviewed and analyzed the materials regarding the financial condition, capital structure, liquidity position, short-term and long-term prospects of the Company and the Member, and the restructuring and other strategic alternatives available to the Company and the Member, and the impact of the foregoing on the Company’s and the Member’s business; and

WHEREAS, the Member, in consultation with the CRO, has determined that it is desirable and in the best interests of the Company and its creditors, employees, members, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

NOW THEREFORE, BE IT RESOLVED, that the Company is hereby empowered, authorized, and directed to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) in a court of proper jurisdiction (the “Bankruptcy Court”);

RESOLVED FURTHER, that the Member and the officers and managers of the Member (each, an “Authorized Person” and collectively, the “Authorized Persons”) are, and each of them acting individual is, hereby appointed as the Company’s authorized representatives, and in such capacity, the Authorized Persons (and their delegates) are, and each of them acting individual is, hereby empowered, authorized, and directed to execute and file on behalf of the Company, all petitions, schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s businesses;

RESOLVED FURTHER, that the law firm of Womble Bond Dickinson (US) LLP (“WBD”) is hereby empowered, authorized, and directed to represent the Company as its general bankruptcy counsel, and to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including the preparation of pleadings and filings; and in connection therewith, the Authorized Persons (and their delegates) are, and each of them acting individual is, hereby

empowered, authorized, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of WBD;

RESOLVED FURTHER, that the Authorized Persons (and their delegates) are, and each of them acting individual is, hereby empowered, authorized, and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Chapter 11 of the Bankruptcy Code, and in connection therewith, the Authorized Persons (and their delegates) are, and each of them acting individual is, hereby empowered, authorized, and directed to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of any such individual and/or firm;

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by the Authorized Persons (or their delegates) or any of the Company's retained professionals to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case in connection with such proceedings, or any matter related thereof, are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

RESOLVED FURTHER, that the Authorized Persons (and their delegates) are, and each of them acting individual is, hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, to incur all such fees and expenses and to take such other action, as in the judgment of such Authorized Person shall be or become necessary, proper and desirable to prosecute to a successful completion of the Chapter 11 Case, to effectuate the restructuring of debt, other obligations, organizational form and structure and ownership of the Company and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions;

RESOLVED FURTHER, that the Authorized Persons (and their delegates) are, and each of them acting individual is, hereby empowered, authorized, and directed to take such actions as any of the Authorized Persons deem necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Company's restructuring in the Chapter 11 Case, including without limitation: (a) pursuing and consummating any sale or sales of the Company's assets any of the Authorized Persons deem necessary or appropriate, and (b) developing, negotiating, confirming and performing under a bankruptcy plan of reorganization or liquidation, and negotiating, executing and delivering on behalf of the Company any and all agreements, instruments and related documents that, in the judgment and discretion of any of the Authorized Persons are necessary, appropriate, advisable or desirable for pursuing and consummating such sale or sales of the Company's assets or for such development, negotiation and confirmation of, and performance under, such a bankruptcy plan of reorganization or liquidation, including without limitation executing asset purchase agreements, plans and related documents;

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Persons (and their delegates) are hereby empowered, authorized, and directed, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, to amend, supplement or otherwise modify from time to time, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED FURTHER, that any and all acts authorized pursuant to, and performed prior to the execution of, this Consent in furtherance of these resolutions are hereby ratified and approved.


* * *

IN WITNESS WHEREOF, the undersigned has executed and delivered to the Company this Consent to be effective as of the 1st day of January 2023.

MEMBER

TOMS KING LLC

By:


RJ Dourney
Independent Manager